IN THE SPECIFICATION AMEND:

Please substitute the first full paragraph on page 12 with the following paragraph:

As can be seen from Fig. 1, backing panel 54 extends from the originating back panel 30 into back panel bottom flap 72, and includes fold line 500 and angled bottom edges 56 and 57. The extra extension of backing panel 54 into back panel bottom flap 72 ensures that upon articulation of carton 22, backing panel 54 extends from its foldable connection to depth-gauging panel 52 all the way to the bottom of carton 22, as shown in Figs 2-4. Thus, backing panel 54 separates and at least partially isolates recessed cell 45 from the interior of carton 22. This separation is particularly advantageous in the present context, as carton 22 is preferably designed to hold a product, such as cereal, in its interior region, which product is preferably separated from a premium item 26 housed within recessed cell 45. While recessed cell 45 is not necessarily entirely isolated from the interior of carton 22, allowing for openings on the sides of recessed cell 45, recessing flap 44 provides a substantial barrier between the interior of carton 22 and recessed cell 45. Certainly, a carton construction in which the recessed cell is more completely or entirely isolated from the interior of the carton is likewise contemplated, as would be known by those with ordinary skill in the art with the present disclosure before them. Further, recessing flap 44 provides structural integrity to recessed cell 45 for housing a premium item therein.

Please substitute the first full paragraph on page 18 with the following paragraph:

In another alternative embodiment, shown in Figs. 7 and 8, container 120 for simultaneously housing a product and a premium includes carton 122 and packaging card 124. Like carton 22, carton 122 includes front panel 126, back panel 128, side panels 130 and 132, sealing tab 134, top closure 136 and bottom closure 138. However, unlike the back panel of carton 22, back panel 128 of carton 122 includes interior fold line 140 orientated vertically between the top and bottom edges of back panel 128 and extends into side

panel 130 to fold line 502 disposed opposite fold line 140. Thus, recessing flap 142 foldably emanates from back panel 128 along interior fold ~~line~~ lines 140 and 502 to position recessing flap 142 in a substantially horizontal orientation, as opposed to the substantially vertical orientation of recessing flap 44 in carton 22. Further, as touched on above with carton 22, interior fold line 140 may be positioned further inside back panel 128, to reduce the width of recessed cell 145. Likewise, the height of interior fold line 140 may be reduced to, in turn, reduce the height of recessing flap 142 and the height of recessed cell 145.

Please substitute the second full paragraph on page 19 with the following paragraph:

In another embodiment shown in Figs. 9 and 10, container 170 includes carton 172 and packaging card 174. Carton 172 includes front panel 176, back panel 178, first side panel 180, second side panel 182, top closure 184 and bottom closure 186. While carton 172 is substantially the same shape and dimension as carton 22, recessing flap 194 is located in second side panel 182, foldably emanating from interior fold ~~line~~ lines 192 and 504. Like interior fold line 140 in carton 122 shown in Figs. 7 and 8, interior fold line 192 is orientated vertically, such that recessing flap 194 takes a substantially horizontal orientation. Again, the location and size of interior fold line 192 may be altered to change the size and dimensions of recessing flap 194 and thus recessed cell 195.

Please substitute the second full paragraph on page 20 with the following paragraph:

In another embodiment, shown in Figs. 11 and 12, container 210 includes carton 212 and promotional container 214. Carton 212 includes front panel 216, back panel 218, side panels 220 and 222, sealing tab 224, top closure 226 and bottom closure 228. Front panel 216 includes interior fold lines 230, 232 ~~and 234~~, 234 and 506, and push-in flaps 236, 238 and 240. As is shown in Fig. 12, push-in flaps 236, 238 and 240 are preferably pushed in such that they are substantially orthogonal to front panel 216. The

push-in flaps help separate recessed cell 245 from the interior of carton 212, and add to the structural integrity of recessed cell 245. Further, push-in flaps 236, 238 and 240 may also serve to abut against promotional container 214 once it is positioned into cell 245, to further enhance retention of promotional container 214 inside of recessed cell 245.

Please substitute the first full paragraph on page 22 with the following paragraph:

In another embodiment, shown in Figs. 13 and 14, similar to that shown in Figs. 11 and 12, container 260 is shown as comprising carton 262 and promotional cover 264. Carton includes front panel 266, back panel 268, first side panel 270, second side panel 272, sealing tab 273, top closure 274 and bottom closure 276. Front panel 266 includes interior fold lines 278, 280 ~~and 282~~, 282 and 508, and push-in flaps 284, 286 and 288. As can be seen from Fig. 13, each of the push-in flaps originate from respective interior fold lines 278, 280 and 282 in front panel 266. Like the push-in flaps described with respect to Figs. 11 and 12, push-in flaps 284, 286 and 288 are preferably pushed into the interior carton 262 such that they are oriented substantially orthogonally to front panel 266 to provide a barrier between the interior of carton 262 and recessed cell 295.